

ENTERED

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)

DEC 28 2001

CLERK'S OFFICE
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
GREENBELT

In re:)
) Chapter 11
STARTEC GLOBAL COMMUNICATIONS)
CORPORATION, et al.,) Case No. 01-25013 (DK)
)
Debtors.) (Pending Joint Administration)

**ORDER (A) AUTHORIZING EACH OF THE DEBTORS TO MAINTAIN
ITS EXISTING CASH MANAGEMENT SYSTEM, BANKING ACCOUNTS, AND
INVESTMENT PRACTICES BUSINESS FORMS AND (B) PROVIDING FOR
CERTAIN CASH MANAGEMENT-RELATED CLAIMS**

Upon the Motion^{1/} of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (a) authorizing the Debtors to maintain use of *their existing integrated cash management system, banking accounts, investment practices, and business forms* and (b) providing for certain postpetition cash management-related claims; and it appearing that the Court has jurisdiction over this matter and the relief requested in the Motion pursuant to 28 U.S.C. §§ 157, 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and due and sufficient notice of the Motion having been given under the circumstances; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, and all parties in interest; therefore, upon the Motion and all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore; and any objections to the relief sought herein having been withdrawn or overruled, it is hereby

^{1/} All capitalized terms used, but not defined, in this Order have the meaning given to them in the Emergency Motion of Debtors for Order (A) Authorizing Each of the Debtors to Maintain its Existing Cash Management System, Banking Accounts, Investment Practices and Business Forms and (B) Providing for Certain Cash Management-Related Claims, dated December 17, 2001.

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1. ORDERED that, the Motion is granted (on an interim basis, subject to paragraphs 13 through 15 of this Order); and it is further

2. ORDERED that, the Debtors are authorized (but not directed), effective as of the Petition Date, to maintain and continue to use their cash management systems, including the constituent bank accounts or commercial equivalents and replacements thereof, along with any of the same names and account numbers, as existed immediately prior to the Petition Date and to treat such accounts of the Debtors as debtor-in-possession accounts; and it is further

3. ORDERED that, all financial institutions with which the Debtors maintain an account (including those accounts identified on Exhibits A and B hereto and to the Motion) is hereby authorized to continue to service and administer such account(s) as an account of the relevant Debtor as debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks and drafts drawn on the account after the Petition Date by the holders or makers thereof, as the case may be; provided however, that any check drawn or issued by the Debtors before the Petition Date may be honored by any bank only if specifically authorized by order of this Court; and it is further

4. ORDERED that, the Debtors are authorized to cooperate with the financial institutions at which their accounts are maintained and comply with all reasonable directions of such institutions to prevent the payment of any prepetition check the postpetition payment of which has not been approved by the Court; and it is further

5. ORDERED that, the Debtors are authorized to continue to use their prepetition date correspondence, business forms, checks and any accounts without the necessity of labeling the correspondence, business forms, checks and or accounts with a "debtor in possession" designation; and it is further

6. ORDERED that, the Debtors are authorized to pay on a current basis, and in the ordinary course, all postpetition obligations incurred by any of the Debtors to any bank that participates in the Debtors' cash management systems (the "Cash Management Banks") arising solely from ordinary course transactions under the Debtors' cash management systems, including without limitation, any obligations to pay service fees and expenses and reasonable attorneys fees and expenses, to repay any and all extensions of credit under the cash management system, and to make indemnity payments, all to the extent provided in applicable cash management agreements with the Cash Management Banks and by the cash management systems (all such obligations, the "Cash Management Claims"); and it is further

7. ORDERED that, the Cash Management Banks are authorized to charge back to the Debtors' accounts any amounts incurred by the Cash Management Banks resulting from checks, drafts, wires or automated clearing house transfers ("ACH Transfers") deposited with the Cash Management Banks which have been dishonored, rejected or returned for insufficient funds, regardless of whether such amounts were deposited pre-Petition Date or post-Petition Date and regardless of whether the dishonored, rejected or returned items relate to prepetition or postpetition items, and that normal servicing charges (in accordance with prepetition arrangements among the Debtors and the Cash Management Banks) may be assessed and deducted by the Cash Management Banks in the ordinary course of business; and it is further

8. ORDERED that, the Cash Management Banks are authorized to accept and honor all representations from the Debtors as to which checks, drafts, wires or ACH Transfers should be honored or dishonored consistent with any Order of this Court, whether the checks, drafts, wires or ACH Transfers are dated prior to, on, or subsequent to the Petition Date; and it is further

9. ORDERED that, the Debtors are authorized to invest and deposit their estates' money in accordance with the Investment Practices or commercially comparable practices, notwithstanding that such practices may not strictly comply with the requirements of Section 345 of the Bankruptcy Code or the Operating Guidelines; and it is further

10. ORDERED that, all financial institutions with which the Debtors maintained accounts as of the Petition Date related to the Investment Practices (including those accounts identified on Exhibits A and B hereto and to the Motion) are authorized to maintain, service, and administer such accounts; and it is further

11. ORDERED that, notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall constitute, nor is it intended to constitute, an assumption of any executory contract or unexpired lease under Section 365 of the Bankruptcy Code; and it is further

12. ORDERED that notwithstanding Fed. R. Bankr. P. 6004(g), this Order shall be effective and enforceable immediately upon entry; and it is further

13. ORDERED that, any party in interest objecting to the entry of this Order on a final basis shall file a written objection ("Objection") on or before January 15, 2002, (the "Objection Deadline") and serve such Objection on or before the Objection Deadline upon the following parties: (i) Philip D. Anker, Esq., Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, D.C. 20037; (ii) Daniel M. Litt, Esq., Dickstein, Shapiro, Morin & Oshinsky, LLP, 2101 L Street, N.W., Washington, D.C. 20037-1526; (iii) Peter S. Partee, Esq., Hunton & Williams, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, VA 23219-4074; (iv) Paul S. Silverstein, Esq., Andrews & Kurth, 805 Third Avenue, New York, NY 10022; (v) Nancy V. Alquist, Esq., Ballard Spahr Andrews & Ingersoll, LLP, 300 East Lombard Street,

Suite 1900, Baltimore, Maryland 21202; and (vi) Julie Mack, Esq., Office of the United States Trustee for the District of Maryland, 6305 Ivy Lane, Suite 600, Greenbelt, MD 20770; and it is further

14 ORDERED that, if no Objection is timely filed and served in accordance with paragraph 13 of this Order, this Order shall become final immediately upon expiration of the Objection Deadline without requiring any further notice or action by the Court, the Debtors or any other party in interest; and it is further

15. ORDERED that if one or more Objections are timely filed and served in accordance with paragraph 13 of this Order, such Objection or Objections may be decided with or without a hearing or further notice, as the Court deems appropriate, and this Order shall continue in full force and effect on an interim basis until further Order of the Court providing otherwise; and it is further

16. ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Greenbelt, Maryland
Dated: December 26, 2001


UNITED STATES BANKRUPTCY JUDGE

DUNCAN W. KISER
Judge

01-25013

Copies to: Philip D. Anker
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01-25013

Exhibit A

BANKING ACCOUNTS -- STARTEC GLOBAL OPERATING COMPANY

01-25013

Entity Name: Startec Global Operating Company

Bank Accounts

as of 11/30/01

Account Number	Account Description	Bank Name	Bank Location
2000005780268	Operating (Checking) Account	First Union National Bank	1970 Chain Bridge Rd., McLean, VA 22102
2000005779826	Receivable/Blocked Account	First Union National Bank	1970 Chain Bridge Rd., McLean, VA 22102
2000003780846	Online Credit Card Payment Depository Account	First Union National Bank	1970 Chain Bridge Rd., McLean, VA 22102
2000007407934	Lockbox Depository Account	First Union National Bank	1970 Chain Bridge Rd., McLean, VA 22102
2065204149107	Payroll Processing Account	First Union National Bank	1970 Chain Bridge Rd., McLean, VA 22102
2000005780239	Employee Insurance Account	First Union National Bank	1970 Chain Bridge Rd., McLean, VA 22102
76258	Daily Investment (Sweep) Account	First Union National Bank	1970 Chain Bridge Rd., McLean, VA 22102
878-07946	Operating/Management Account	Merrill Lynch Bank	101 Arrandale Blvd., Exton, PA 19341
318-3307212-8	Institutional Fund	Merrill Lynch Bank	PO Box 8118, Boston, MA 01166-8118
206568819	Receivable Account	SunTrust Bank	PO Box 85024, Richmond VA 23285-5024

ADDED AT HEARING ON MOTION:

1076141199 Letter of Credit Comerica Bank 201 W. Fort Street, 3rd Floor, MC 3089
Account Detroit, MI 48226

01-25013

Exhibit B

BANKING ACCOUNTS -- STARTEC GLOBAL COMMUNICATIONS CORPORATION

01-25013

Entity Name: Startec Global Communications Corporation

Bank Accounts

as of 11/30/01

Account Number	Account Description	Bank Name	Bank Location
878-07582	Operating/Management Account	Merrill Lynch	101 Arrandale Blvd, Exton, PA 19341
318-3250070-1	Institutional Fund	Merrill Lynch	P.O. Box 8118, Boston, MA 01166-8118
8072000396	Escrow Account (GST) (restricted cash)	First Union National Bank	1525 West W.T. Harris Blvd, Charlotte, NC 28286-1151